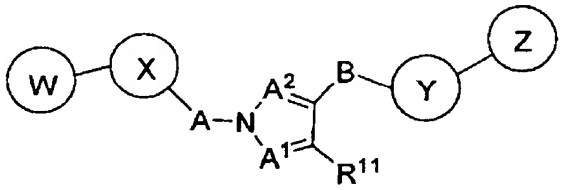
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of Claims:

Claims 1-23 (Canceled)

24. (New) A compound of the Formula (I):



(I)

wherein:

X is pyridyl wherein the N of the pyridyl is adjacent to the position of attachment to A, which is optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl,–OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents, wherein optionally two substituents are combined to form a cycloalkyl ring fused to X; wherein the –C_{1-6}alkyl substituent, or cycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups;

Y is aryl, which is optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, –$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, –$CONR^5R^6$, -$C(=NR^5)R^6$, or –$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl ring fused to Y; wherein the –C_{1-6}alkyl substituent, or cycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups;

A is –C_{0-4}alkyl, –C_{0-2}alkyl–SO–C_{0-2}alkyl–, –C_{0-2}alkyl–SO_2–C_{0-2}alkyl–, –C_{0-2}alkyl–CO–C_{0-2}alkyl–, –C_{0-2}alkyl–NR^9CO–C_{0-2}alkyl–, or

–C_{0-2}alkyl–NR^9SO_2–C_{0-2}alkyl–;

A^1 and A^2 is N, the other is CR^{12};

B is –C_{0-4}alkyl, –C_{0-2}alkyl–SO–C_{0-2}alkyl–, –C_{0-2}alkyl–SO_2–C_{0-2}alkyl–, –C_{0-2}alkyl–CO–C_{0-2}alkyl–, –C_{0-2}alkyl–NR^{10}CO–C_{0-2}alkyl–, or –C_{0-2}alkyl–$NR^{10}SO_2$–C_{0-2}alkyl–;

W is –C_{3-7}cycloalkyl, –heteroC_{3-7}cycloalkyl, –C_{0-6}alkylaryl, or –C_{0-6}alkylheteroaryl optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, $-OR^1$, $-NR^1R^2$, $-C(=NR^1)NR^2R^3$, $-N(=NR^1)NR^2R^3$, $-NR^1COR^2$, $-NR^1CO_2R^2$, $-NR^1SO_2R^4$, $-NR^1CONR^2R^3$, $-SR^4$, $-SOR^4$, $-SO_2R^4$, $-SO_2NR^1R^2$, $-COR^1$, $-CO_2R^1$, $-CONR^1R^2$, $-C(=NR^1)R^2$, or $-C(=NOR^1)R^2$ substituents;

Z is –C_{3-7}cycloalkyl, –heteroC_{3-7}cycloalkyl, –C_{0-6}alkylaryl, or –C_{0-6}alkylheteroaryl which is optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, $-OR^1$, $-NR^1R^2$, $-C(=NR^1)NR^2R^3$, $-N(=NR^1)NR^2R^3$, $-NR^1COR^2$, $-NR^1CO_2R^2$, $-NR^1SO_2R^4$, $-NR^1CONR^2R^3$, $-SR^4$, $-SOR^4$, $-SO_2R^4$, $-SO_2NR^1R^2$, $-COR^1$, $-CO_2R^1$, $-CONR^1R^2$, $-C(=NR^1)R^2$, or $-C(=NOR^1)R^2$ substituents;

one of W and Z is optionally absent;

R^1, R^2, and R^3 each independently is –C_{0-6}alkyl, –C_{3-7}cycloalkyl, heteroaryl or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), –N(C_{0-6}alkyl)(aryl) substituents;

R^4 is –C_{1-6}alkyl, –C_{3-7}cycloalkyl, heteroaryl or aryl; optionally substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), -O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), –N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), –N(C_{0-6}alkyl)(aryl) substituents;

R^5, R^6, and R^7 each independently is –C_{0-6}alkyl, –C_{3-7}cycloalkyl, heteroaryl or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), –N(C_{0-6}alkyl)(aryl) substituents;

R^8 is –C_{1-6}alkyl, –C_{3-7}cycloalkyl, heteroaryl or aryl; optionally substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), -O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), –N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), –N(C_{0-6}alkyl)(aryl) substituents;

R^9 and R^{10} each independently is –C_{0-6}alkyl, –C_{3-7}cycloalkyl, heteroaryl or aryl; any of which is optionally substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), –N(C_{0-6}alkyl)(aryl) substituents;

R^{11} and R^{12} is each independently halogen, –C_{0-6}alkyl, –C_{0-6}alkoxyl, or

–N(C_{0-4}alkyl)(C_{0-4}alkyl), wherein optionally R^{11} and R^{12} are combined to form a cycloalkyl or aryl ring fused to the pyrazole moiety; wherein the –C_{1-6}alkyl substituent or cycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups; and wherein optionally R^{11} and R^{12} each independently forms =O, =N(C_{0-4}alkyl) using a bond from the adjoining double bond;

wherein any of the alkyl optionally is substituted with 1-9 independent halogens; and

any N may be an N-oxide;

or a pharmaceutically acceptable salt thereof.

25. (New) The compound of Claim 24, wherein:

Y is phenyl, which is optionally substituted with 1-5 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, -OR^5, –NR^5R^6, -$C(=NR^5)NR^6R^7$, -$N(=NR^5)NR^6R^7$, –NR^5COR^6, -$NR^5CO_2R^6$, -$NR^5SO_2R^8$, –$NR^5CONR^6R^7$,–SR^8, -SOR^8, –SO_2R^8, –$SO_2NR^5R^6$, -COR^5, -CO_2R^5, –$CONR^5R^6$, -$C(=NR^5)R^6$, or –$C(=NOR^5)R^6$ substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the –C_{1-6}alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, –CN, –C_{1-6}alkyl, –O(C_{0-6}alkyl), –O(C_{3-7}cycloalkyl), –O(aryl), –N(C_{0-6}alkyl)(C_{0-6}alkyl), -N(C_{0-6}alkyl)(C_{3-7}cycloalkyl), or –N(C_{0-6}alkyl)(aryl) groups.

26. (New) The compound of Claim 24, wherein:

Z is C_{0-6}alkylaryl or –C_{0-6}alkylheteroaryl which is optionally substituted with 1-7 independent halogen, –CN, NO_2, -C_{1-6}alkyl, -C_{1-6}alkenyl, -C_{1-6}alkynyl, –OR^1, –NR^1R^2, –$C(=NR^1)NR^2R^3$, –$N(=NR^1)NR^2R^3$, –NR^1COR^2, -$NR^1CO_2R^2$, -$NR^1SO_2R^4$, –$NR^1CONR^2R^3$,–SR^4, -SOR^4, –SO_2R^4, –$SO_2NR^1R^2$, -COR^1, -CO_2R^1, –$CONR^1R^2$, -$C(=NR^1)R^2$, or –$C(=NOR^1)R^2$ substituents.

27. (New) A compound which is selected from the group consisting of
2-(1-biphenyl-4-yl-1H-pyrazol-4-yl)-pyridine;
2-(1-biphenyl-2-yl-1H-pyrazol-4-yl)-pyridine;
2-[1-(4-cyclohexyl-phenyl)-1H-pyrazol-4-yl]-pyridine;
2-(1-biphenyl-3-yl-1H-pyrazol-4-yl)-pyridine;
2-[1-(3-pyridin-3-ylphenyl)-1H-pyrazol-4-yl]pyridine;
2-[1-(3-pyridin-2-ylphenyl)-1H-pyrazol-4-yl]pyridine;
2-[1-(3-pyridin-4-ylphenyl)-1H-pyrazol-4-yl]pyridine;
2-[1-(1,1'-biphenyl-3-yl)-1H-pyrazol-4-yl]pyridine;
2-[1-(4-pyridin-2-ylphenyl)-1H-pyrazol-4-yl]pyridine;
2-[1-(4-pyridin-3-ylphenyl)-1H-pyrazol-4-yl]pyridine;
2-(1-biphenyl-4-yl-1H-pyrazol-3-yl)-pyridine;
2-[1-(4-phenyl-thiazol-2-yl)-1H-pyrazol-3-yl]-pyridine;
2-[4-(1,1'-biphenyl-3-yl)-1H-pyrazol-1-yl]pyridine;
2-{1-[3-fluoro-5-(2H-tetraazol-5-yl)phenyl]-1H-pyrazol-3-yl}pyridine;
2-[1-(3-chloro-5-pyridin-3-ylphenyl)-1H-pyrazol-4-yl]pyridine;
6-(4-pyridin-2-yl-1H-pyrazol-1-yl)-2,3'-bipyridine;
3-[3-fluoro-5-(1-pyridin-2-yl-1H-pyrazol-4-yl)phenyl]-4-methylpyridine;
1-[3-chloro-5-(1-pyridin-2-yl-1H-pyrazol-4-yl)phenyl]-1H-pyrrolo[2,3-c]pyridine;
2-[4-(3-chloro-5-pyridin-3-ylphenyl)-1H-pyrazol-1-yl]pyridine;
2-[4-(3-fluoro-4-pyridin-2-ylphenyl)-1H-pyrazol-1-yl]pyridine;
2-[4-(3-methoxy-4-pyridin-2-ylphenyl)-1H-pyrazol-1-yl]pyridine;
or a pharmaceutically acceptable salt thereof.

28. (New) A pharmaceutical composition comprising the compound of Claim 24, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.